

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

INDEPENDENT CELLULAR NETWORK, INC. )  
FOR THE AUTHORIZATION OF THE DOMESTIC )  
PUBLIC CELLULAR RADIO TELECOMMUNICATIONS ) CASE NO. 92-397  
OPERATOR TO RESTRUCTURE ITS CORPORATE )  
ORGANIZATION PURSUANT TO KRS 278.020(4) )

O R D E R

On September 16, 1992, Independent Cellular Network, Inc. ("Independent Cellular") filed an application pursuant to KRS 278.020(4) for approval of a plan of corporate reorganization. Independent Cellular, a utility subject to the jurisdiction of the Commission, has been certified to provide cellular telecommunications service to the public in the Huntington-Ashland-Ironton Metropolitan Statistical Area.

Independent Cellular states that its corporate parent, ICN Management Company, will be dissolved and Independent Cellular's stock will be transferred to ICN Management Company's parent, CC Industries, Inc. As a result of this reorganization, CC Industries, Inc. will own directly, rather than indirectly, a majority interest in Independent Cellular. There will be no change in Independent Cellular's capital structure and it will not issue any new securities or evidences of indebtedness.


Based on the application and being advised, the Commission finds that the corporate reorganization contemplated by the parent of Independent Cellular will result in a change in the ownership

and control of Independent Cellular's stock, but will not change its financial, technical, and managerial ability to provide cellular telecommunications services to the public.

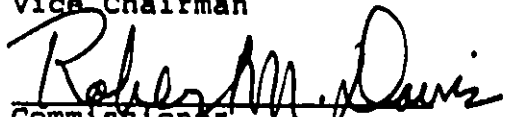
IT IS THEREFORE ORDERED that the transfer of Independent Cellular's stock to CC Industries, Inc. be and it hereby is approved.

Done at Frankfort, Kentucky, this 28th day of October, 1992.

PUBLIC SERVICE COMMISSION

  
Chairman

  
Vice Chairman

  
Commissioner

ATTEST:

  
Executive Director